

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	-----X	
In re:	§	Chapter 11
	§	
Pennsylvania Real Estate Investment Trust,	§	Case No. 20-____ (___)
Debtor.	§	
	§	
Employer's Tax Identification No.: 23-6216339	§	

-----X		
In re:	§	Chapter 11
	§	
PREIT Associates, L.P.,	§	Case No. 20-____ (___)
Debtor.	§	
	§	
Employer's Tax Identification No.: 23-2925032	§	

In re:	§	Chapter 11
	§	
PREIT-RUBIN, Inc.,	§	Case No. 20-____ (___)
Debtor.	§	
	§	
Employer's Tax Identification No.: 23-2204920	§	

In re:	§	Chapter 11
	§	
PR Fin Delaware LLC,	§	Case No. 20-____ (___)
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	

	X	
In re:	§	Chapter 11
	§	
PR Valley View OP-DSG/CEC, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 83-2805063	§	

In re:	§	Chapter 11
	§	
PR Springfield Town Center LLC,	§	Case No. 20-____ ()

Debtor.	§	
	§	
Employer's Tax Identification No.: 47-2159679	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Moorestown Anchor-L&T, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Cumberland Outparcel LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Woodland Anchor-S, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Valley Anchor-S, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Swedes Square LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		

-----X	
In re:	§ Chapter 11
	§
PR Magnolia LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 23-2925017	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Financing II LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Financing I LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 23-0347844	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Cherry Hill Office GP, LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
Bala Cynwyd Associates, LP,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 23-2528913	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Valley LLC,	§ Case No. 20-____ ()
Debtor.	§
	§

Employer's Tax Identification No.: 20-0344705	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Valley Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 23-2935123	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
Plymouth Ground Associates LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
Plymouth Ground Associates, LP,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR AEKI Plymouth LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR AEKI Plymouth, LP,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Gainesville LLC,	§	Case No. 20-____ ()

Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR GV LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR GV LP,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Gainesville Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Valley View Anchor-M, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Valley View Anchor-M Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		

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In re:	§ Chapter 11
	§
PR Exton Outparcel GP, LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Exton Outparcel Holdings, LP,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Exton Outparcel Limited Partnership,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR JK LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Jacksonville LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 20-0344726	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Jacksonville Limited Partnership,	§ Case No. 20-____ ()
Debtor.	§
	§

Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Financing Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 25-1714892	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR CC II LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Capital City LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 20-0344283	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Capital City Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 01-0557775	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR CC I LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 20-0343669	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR CC Limited Partnership,	§	Case No. 20-____ ()

Debtor.	§	
	§	
Employer's Tax Identification No.: 20-0344179	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Prince George's Plaza LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 36-4156377	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Hyattsville LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 20-8943110	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Plymouth Anchor-M, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Plymouth Anchor-M, L.P.,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Valley Anchor-M, LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		

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In re:	§ Chapter 11
	§
PR Valley Anchor-M Limited Partnership,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR TP LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR TP LP,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Exton LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Exton Limited Partnership,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 35-2202620	§
	§
-----X	
In re:	§ Chapter 11
	§
XGP LLC,	§ Case No. 20-____ ()
Debtor.	§
	§

Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Exton Square Property L.P.,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 27-5107997	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Plymouth Meeting LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Plymouth Meeting Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 11-3688280	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Moorestown LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Moorestown Limited Partnership,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: 30-0167661	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
Moorestown Mall LLC,	§	Case No. 20-____ ()

Debtor.	§	
	§	
Employer's Tax Identification No.: 73-1668051	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Moorestown Anchor-M LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR PM PC Associates LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR PM PC Associates LP,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR Plymouth Meeting Associates PC LP,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		
In re:	§	Chapter 11
	§	
PR BVM LLC,	§	Case No. 20-____ ()
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
	§	
-----X		

-----X	
In re:	§ Chapter 11
	§
PR Valley Solar LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PREIT-RUBIN OP, Inc.,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 23-0384799	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Sunrise Outparcel 2, LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: 27-3814373	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Monroe Old Trail, LLC,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Monroe Old Trail Limited Partnership,	§ Case No. 20-____ ()
Debtor.	§
	§
Employer's Tax Identification No.: N/A	§
	§
-----X	
In re:	§ Chapter 11
	§
PR Monroe Old Trail Holdings, LLC,	§ Case No. 20-____ ()
Debtor.	§
	§

Employer's Tax Identification No.: N/A	§	
-----X		
In re:	§	Chapter 11
	§	
PR Monroe Old Trail Holdings, L.P.,	§	Case No. 20-____ (___)
Debtor.	§	
	§	
Employer's Tax Identification No.: N/A	§	
-----X		

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
DIRECTING JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

Pennsylvania Real Estate Investment Trust and certain of its affiliates as debtors and debtors in possession (collectively, the “Debtors”), by and through their proposed counsel, DLA Piper LLP (US), hereby submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), directing the procedural consolidation and joint administration of the Debtors’ Chapter 11 Cases. In support of this Motion, the Debtors rely upon the *Declaration of Mario C. Ventresca, Jr. in Support of First Day Pleadings* (the “First Day Declaration”), filed contemporaneously with this Motion, and respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over these Chapter 11 Cases, the Debtors, property of the Debtors’ estates and this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final judgment

or order with respect to this Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue of these cases in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 1005 and 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 1015-1.

BACKGROUND

4. On the date hereof (the “Petition Date”), each Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing its case (collectively, the “Chapter 11 Cases”).

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee, examiner, or official committee of unsecured creditors has been appointed in the Debtors’ Chapter 11 Cases. No date has been set for a meeting pursuant to section 341 of the Bankruptcy Code.

6. Additional factual background regarding the Debtors, including their business operations, capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the First Day Declaration, which is fully incorporated in this Motion by reference.

RELIEF REQUESTED

7. By this Motion, pursuant to Bankruptcy Rules 1005 and 1015 and Local Rule 1015-1, the Debtors request entry of an order directing the consolidation and joint administration of these Chapter 11 Cases for procedural purposes only. In furtherance of that consolidation, the

Debtors also request approval of a caption in these Chapter 11 Cases that conforms with section 342(c)(1) of the Bankruptcy Code.

8. For the reasons set forth herein, the Debtors submit that the relief requested in this Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest, and therefore respectfully request that such relief be granted.

BASIS FOR RELIEF

9. Bankruptcy Rule 1015(b)(4) provides that “if . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates” of the debtor and such affiliates. *See* Bankruptcy Rule 1015(b)(4). Section 101(2) of the Bankruptcy Code, in turn, defines the term “affiliate,” in pertinent parts, as an:

(A) entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor

(B) corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor

(C) person whose business is operated under a lease or operating agreement by a debtor, or person substantially all of whose property is operated under an operating agreement with the debtor; or

(D) entity that operates the business or substantially all of the property of the debtor under a lease or operating agreement.

See 11 U.S.C. § 101(2).

10. Local Rule 1015-1 provides:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Bankruptcy Rule 1015, supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties

See Local Rule 1015-1.

11. In addition, Bankruptcy Rule 1005 requires:

The caption of a petition commencing a case under the Code shall contain the name of the court, the title of the case, and the docket number. The title of the case shall include the following information about the debtor: name, employer identification number, . . . any other federal taxpayer-identification number, and all other names used within eight years before filing the petition. . . .

See Bankruptcy Rule 1005

12. As disclosed in the First Day Declaration, Debtor Pennsylvania Real Estate Investment Trust directly or indirectly owns or controls approximately 97.5% of the voting securities and/or membership interests (as applicable) of each of the other Debtor entities.¹ As such, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to jointly administer these Chapter 11 Cases for procedural purposes under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

13. The Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in these cases will affect several or all of the Debtors. The failure to jointly administer these sixty-nine cases—each with its own case docket—would result in

¹ *First Day Declaration* at ¶ [14]

numerous duplicative filings for each issue. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) and other parties in interest will similarly benefit from joint administration, sparing them the time and effort of reviewing duplicative pleadings and papers.

14. Joint administration will save time and money and avoid such duplicative and potentially confusing filings by permitting counsel for all parties in interest to: (a) use a single caption on the numerous documents that will be served and filed in these Chapter 11 Cases; (b) file the pleadings in one case rather than in multiple cases; and (c) refer to one case docket in order to review all pleadings filed in these Chapter 11 Cases. Further, joint administration will protect parties in interest by ensuring that parties in each of the Debtors’ respective cases will be apprised of the various matters before the Court in these Chapter 11 Cases.

15. The rights of the Debtors’ creditors will not be adversely affected by joint administration of these Chapter 11 Cases because this Motion requests only the administrative consolidation of the estates for procedural purposes and does not seek substantive consolidation. Creditors and other parties in interest will maintain their rights against each of the respective estates, as applicable. Furthermore, because these Chapter 11 Cases involve hundreds of creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; and (c) minimize the number of unnecessary delays associated with the administration of multiple separate chapter 11 cases.

16. A proposed consolidated caption for all notices, applications, motions and other pleadings is attached as **Exhibit 1** to the Proposed Order (the “Proposed Caption”). Under section

342(c)(1) of the Bankruptcy Code, “[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor.” 11 U.S.C. § 342(c)(1). The Proposed Caption contains all of the required information, and therefore, the Debtors request that the Court find that the Proposed Caption satisfies the requirements of section 342(c) of the Bankruptcy Code.

17. The Debtors further submit that use of the Proposed Caption will eliminate cumbersome and confusing procedures and help ensure a uniformity of pleading identification. Additionally, case-specific information will be listed in the petitions for each Debtor, which are publicly available to parties in interest, and this information will be included in key notices to parties in interest, such as the notices required under Bankruptcy Rules 2002(a)(1), 2002(a)(7), and 2002(b), as applicable to chapter 11 cases. Therefore, the Debtors submit that the policies behind the requirements of section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n) have been satisfied.

18. The Debtors further request that an entry be made on the docket in the chapter 11 case of each other Debtor entity (other than Pennsylvania Real Estate Investment Trust) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Pennsylvania Real Estate Investment Trust, *et al.* The docket in Case No. 20-12737 should be consulted for all matters affecting this case.

19. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis. *See* Local Rule 1015-1. The Debtors submit that no party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights. Indeed, the relief requested in this Motion is commonly granted by this Court. *See, e.g.,*

In re Comcar Industries, Inc., Case No. 20-11120 (LSS) [D.I. 60] (Bankr. D. Del. May 19, 2020); *In re Longview Power, LLC*, Case No. 20-10851 (BLS) [D.I. 50] (Bankr. D. Del. April 15, 2020); *In re Juno USA, LP, et al.*, Case No. 19-12484 (MFW) [D.I. 22] (Bankr. D. Del. Nov. 21, 2019); *In re MTE Holdings LLC, et al.*, Case No. 19-12269 (KBO) [D.I. 95] (Bankr. D. Del. Nov. 15, 2019); *In re Destination Maternity Corporation, et al.*, Case No. 19-12256 (BLS) [D.I. 67] (Bankr. D. Del. October 22, 2019); *In re Forever 21, Inc., et al.*, Case No. 19-12122 (KG) [D.I. 99] (Bankr. D. Del. October 1, 2019); *In re Fred's, Inc., et al.*, Case No. 19-11984 (CSS) [D.I. 52] (Bankr. D. Del. September 10, 2019).²

20. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, and in the best interests of the Debtors, their estates, creditors and other parties in interest and, therefore, should be granted. No previous request for the relief sought herein has been made to this or any other court.

NOTICE

20. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) the Office of the United States Attorney for the District of Delaware; (c) each of the parties included on the Debtors' consolidated list of thirty largest unsecured creditors; (d) the Internal Revenue Service; (e) the U.S. Securities and Exchange Commission; (f) the swap counterparties; (g) counsel to the Agent under the Revolver/TL Credit Agreement, Seven Year Term Loan Agreement and Bridge Loan Credit Agreement; (h) counsel to the Consenting Lenders; (i) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (j) any other party in interest entitled to notice of this Motion. The

² The referenced orders are voluminous in nature and, therefore, are not attached to this Motion; however, in accordance with Local Rule 7007-2, the Debtors' proposed counsel has copies of each order and will make them available to this Court or to any party that requests them. Additionally, the orders are available on this Court's CM/ECF PACER site at the cited docket numbers and on the dates specified above.

Debtors respectfully submit that such notice is sufficient and no further notice of this Motion is required under the circumstances.

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WHEREFORE, the Debtors respectfully request that the Court enter the order, substantially in the form attached hereto as **Exhibit A**, and grant such other relief to the Debtors as the Court may deem just and proper.

Dated: November 1, 2020
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ R. Craig Martin

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